

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
ALTA MESA RESOURCES, INC., et al.,	§	Case No. 19-35133 (MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**DEBTORS' WITNESS AND EXHIBIT LIST
FOR HEARING ON MAY 27, 2020**

Alta Mesa Resources, Inc. (“AMR”) and its debtor subsidiaries (the “AMH Debtors”) and Kingfisher Midstream, LLC and its debtor subsidiaries (the “KFM Debtors,” together with the AMH Debtors, the “Debtors”), as debtors and debtors in possession in the above-captioned chapter 11 cases, file this witness and exhibit list (the “Witness and Exhibit List”) for the hearing scheduled for **May 27, 2020, at 9:00 a.m. (CST)** before the Honorable Marvin Isgur at the United States Bankruptcy Court for the Southern District of Texas, Courtroom 404, 515 Rusk Avenue, Houston, Texas 77002 (the “Hearing”).

WITNESSES

The Debtors may call any of the following witnesses at the Hearing:

1. Robert Albergotti, Managing Director, AlixPartners, LLP and Chief Restructuring Officer of Debtors Alta Mesa Holdings GP, LLC and its subsidiaries;
2. Marc Beilinson, Disinterested Manager, Kingfisher Midstream, LLC;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Alta Mesa Resources, Inc. (3840); Alta Mesa Holdings, LP (5150); Alta Mesa Holdings GP, LLC (0642); OEM GP, LLC (0958); Alta Mesa Finance Services Corp. (5673); Alta Mesa Services, LP (7295); Oklahoma Energy Acquisitions, LP (3762); SRII Opco GP, LLC (3729); SRII Opco, LP (5874); Kingfisher Midstream, LLC (1357); Kingfisher STACK Oil Pipeline, LLC (8858); Oklahoma Produced Water Solutions, LLC (0256); and Cimarron Express Pipeline, LLC (1545). The Debtors’ mailing address is 15021 Katy Freeway, 4th Floor, Houston, Texas 77094.

3. John Cesarz, Managing Director at Perella Weinberg Partners;
4. Gregg Laswell, Director at Opportune, LLP;
5. Warren Williamson, Executive Director of Investment Banking at Tudor Pickering Holt & Co.;
6. Any witness called or listed by any other party;
7. Any witness necessary to lay the foundation for the admission of exhibits; and
8. Any rebuttal and/or impeachment witnesses.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
1.	<i>Order Authorizing AMH/AMR Debtors to Enter into and Perform Under Modified PSA With BCE-Mach III, LLC</i> [Docket No. 1512]				
2.	<i>Supplemental Order Authorizing KFM Debtors to Enter into and Perform Under Modified PSA With BCE-Mach III, LLC</i> [Docket No. 1513]				
3.	<i>Joint Plan of Liquidation of Alta Mesa Resources, Inc. and Its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code</i> [Docket No. 1562]				
4.	<i>Disclosure Statement for Joint Plan of Liquidation of Alta Mesa Resources, Inc. and Its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code</i> [Docket No. 1563]				
5.	<i>Order (I) Conditionally Approving the Disclosure Statement, (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates, (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan and the Disclosure Statement, (IV) Approving the Manner and Forms of Notice and Other Related Documents, (V) Scheduling Combined Hearing on (A) Adequacy of Disclosure Statement and (B) Confirmation of Plan, and (VI) Granting Related Relief</i> [Docket No. 1593]				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
6.	<i>Notice to Contract and Lease Counterparties</i> [Docket No. 1593, Ex. 4]				
7.	<i>Affidavits of Service for Mailings for the Period from April 20, 2020 through April 26, 2020.</i> [Docket No. 1641]				
8.	<i>Affidavits of Service for the Period from April 27, 2020 through May 3, 2020.</i> [Docket No. 1671]				
9.	<i>Notice of Filing of Plan Supplement for the Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRH Debtor Affiliates Under Chapter 11 of the Bankruptcy Code</i> [Docket No. 1663]				
10.	<i>Amended Joint Chapter 11 Plan of KFM Debtors</i> [Docket No. 1594]				
11.	<i>Disclosure Statement for Amended Joint Chapter 11 Plan of KFM Debtors</i> [Docket No. 1595]				
12.	<i>Emergency Motion of KFM Debtors for Entry of an Order (I) Scheduling Combined Hearing On (A) Adequacy of Disclosure Statement and (B) Confirmation of Amended Plan; (II) Conditionally Approving Disclosure Statement; (III) Establishing Solicitation and Voting Procedures; (IV) Approving Form and Manner of Notice of Combined Hearing and Objection Deadline; (V) Fixing Deadline to Object to Disclosure Statement and Amended Plan; (VI) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto; and (VII) Granting Related Relief</i> [Docket No. 1597]				
13.	<i>Order (I) Scheduling Combined Hearing On (A) Adequacy of Disclosure Statement and (B) Confirmation of Amended Plan; (II) Conditionally Approving Disclosure Statement; (III) Establishing Solicitation and Voting Procedures; (IV) Approving Form and Manner of Notice of Combined Hearing and Objection Deadline; (V) Fixing Deadline to Object to Disclosure Statement and Amended Plan; (VI) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto; and (VII) Granting Related Relief</i> [Docket No. 1597-1, Ex. A]				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
14.	<i>Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 63]</i>				
15.	<i>Second Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 308]</i>				
16.	<i>Third Interim Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 481]</i>				
17.	<i>Final Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 567]</i>				
18.	<i>Amended Final Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Rules (I) Authorizing Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 600]</i>				
19.	<i>Second Amended Final Order Under Bankruptcy Code Sections 105(a), 361, 362, 363, 503, and 507, Bankruptcy Rules 4001 and 9014, and Complex Case Procedures (I) Authorizing AMH Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; (III) Modifying Automatic Stay; and (IV) Granting Related Relief [Docket No. 1250]</i>				
20.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
21.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party				
22.	Any exhibit listed by any other party				

The Debtors reserve the right to further amend or supplement the Witness and Exhibit List at any time prior to or during the Hearing.

Dated: May 22, 2020
Houston, Texas

Respectfully submitted,

/s/ John F. Higgins
John F. Higgins (TX 09597500)
Eric M. English (TX 24062714)
Aaron J. Power (TX 24058058)
M. Shane Johnson (TX 24083263)
PORTER HEDGES LLP
1000 Main Street, 36th Floor
Houston, Texas 77002
Telephone: (713) 226-6000
Fax: (713) 226-6248
Email: jhiggins@porterhedges.com
eenglish@porterhedges.com
apower@porterhedges.com
sjohnson@porterhedges.com

– and –

George A. Davis (admitted *pro hac vice*)
Annemarie V. Reilly (admitted *pro hac vice*)
Brett M. Neve (admitted *pro hac vice*)
LATHAM & WATKINS LLP
885 Third Avenue
New York, NY 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: george.davis@lw.com
annemarie.reilly@lw.com
brett.neve@lw.com

– and –

Caroline Reckler (admitted *pro hac vice*)
LATHAM & WATKINS LLP
330 North Wabash Avenue, Suite 2800
Chicago, IL 60611
Telephone: (312) 876-7700
Facsimile: (312) 993-9667
Email: caroline.reckler@lw.com

– and –

Andrew Sorkin (admitted *pro hac vice*)
LATHAM & WATKINS LLP
555 Eleventh Street, Suite 1000
Washington, D.C. 20004
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
Email: andrew.sorkin@lw.com

*Counsel for AMR, the AMH Debtors, the SRII
Debtors and Debtors in Possession*

– and –

/s/ Paul R. Genender

WEIL, GOTSHAL & MANGES LLP

Paul R. Genender (00790758)

Amanda Pennington Prugh (24083646)

200 Crescent Court, Suite 300

Dallas, Texas 75201

Telephone: (214) 746-7700

Facsimile: (214) 746-7777

Email: Paul.Genender@weil.com

Amanda.Prugh@weil.com

– and –

WEIL, GOTSHAL & MANGES LLP

Alfredo R. Pérez (15776275)

700 Louisiana Street, Suite 1700

Houston, Texas 77002

Telephone: (713) 546-5000

Facsimile: (713) 224-9511

Email: Alfredo.Perez@weil.com

– and –

WEIL, GOTSHAL & MANGES LLP

Ray C. Schrock, P.C. (admitted *pro hac vice*)

Kelly DiBlasi (admitted *pro hac vice*)

Lauren Tauro (admitted *pro hac vice*)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Email: Ray.Schrock@weil.com

Kelly.DiBlasi@weil.com

Lauren.Tauro@weil.com

Attorneys for KFM Debtors

Certificate of Service

I hereby certify that on May 22, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' claims, noticing, and solicitation agent.

/s/ John F. Higgins

John F. Higgins